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ARTICLES OF AMENDMENT
OF
THE V.M.I. ALUMNI ASSOCIATION

1. The name of the corporation is:

The V.M.I. Alumni Association

2. The amendment is:

- A. Article III is to be deleted and the following Article III substituted therefor:

"Article III. The general purpose of this corporation is to organize the alumni of the Virginia Military Institute in one general body, so as the better to keep alive the memories of Institute life, and by their united efforts the more efficiently to aid in the promotion of the welfare of the Institute, and the successful prosecution of its educational purposes in the future."

- B. Article V is to be deleted and the following Article V substituted therefor:

"Article V. There shall be two classes of members:

1. Active Members. Each graduate of the Virginia Military Institute shall become an Active Member on the date of his graduation. Each matriculate of the Institute who was in good standing on the date of his departure therefrom shall become an Active Member while still a member of the Corps of Cadets.
2. Honorary Members. Any person deemed by the Board of Directors, in its discretion, to be worthy of such distinction, either by virtue of special contributions to the Institute or for other reasons; and who shall be elected to such position by the Board of Directors, shall be an Honorary Alumnus of the Institute and an Honorary Member of the Association.

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Each member present at any meeting of the Association is entitled to one vote except on amendments to these Articles of Incorporation."

- C. Article VI is to be deleted and the following Article VI substituted therefor:

"Article VI. The affairs of the corporation shall be managed by a Board of Directors consisting of not less than 10 persons. Subject to such limitation, the number of Directors shall be fixed by the By-laws. There shall be four classes of Directors, who shall be appointed or elected in the manner and for the terms described below:

1. Officers of the Association. Each such Officer shall be a Director, and he shall serve as a Director for one year beginning July 1 and until his successor shall have been elected or appointed.
2. Directors at Large. There shall be 20 Directors at Large. Each such Director shall be elected by members of the Association and shall serve as a Director for a four-year term, beginning July 1, and until his successor shall have been elected or appointed; provided however, when a Director at Large must be elected to fill an unexpired term, such election shall be by the Board of Directors.
3. Chapter Representatives of certain Alumni Chapters. Each Alumni Chapter with a membership of 25 or more Association members on its current roster shall be entitled to appoint one member to the Board of Directors. Each such Director shall serve as a Director for one year beginning July 1 and until his successor shall have been elected or appointed.
4. Ex Officio Directors. There shall be such ex officio Directors as may be designated in the By-laws."

- D. Article X is to be added:

"Article X. The Board of Directors must approve any amendment to these Articles of Incorporation."

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3. The date of the meeting of the Board of Directors at which the amendment was found in the best interests of the corporation and directed to be submitted to a vote at a meeting of the members was January 19, 1980.
4. The dates when notice was given to each member entitled to vote were March 19, 1980 and March 26, 1980.
5. Such notice was given in a specified manner as provided in the Virginia Non-stock Corporation Act by publishing it at least once a week for two successive calendar weeks in the Lexington, Virginia News-Gazette, a newspaper published in the city in which the registered office of the corporation is located, the first publication being made not more than fifty, and the second not less than twenty-five, days before the date of the members' meeting.
6. The date of the meeting of members at which the amendment was approved was May 3, 1980.
7. A quorum was present at such meeting.
8. The amendment received more than two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

THE V.M.I. ALUMNI ASSOCIATION

By Harry W. Easterly, Jr.
Harry W. Easterly, Jr., President

and Gerald F. Eggleston
Gerald F. Eggleston, Secretary

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SEC 9

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

June 3, 1980

The accompanying articles having been delivered to the State Corporation Commission on behalf of

The V. M. I. Alumni Association

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Rockbridge County

STATE CORPORATION COMMISSION

By

Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Rockbridge County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 10th day of June 1980 and is now returned to the State Corporation Commission by certified mail.

Paula R. Staton Deputy
Clerk

IN TESTIMONY that the foregoing is a true copy taken from the records of this court, I hereby set my hand and affix the SEAL of this Court.
This 20th day of August, 2024

Michelle M. Trout, Clerk
Circuit Court of Rockbridge County, Virginia

by: Michelle M. Trout
Clerk/Deputy Clerk